

-By-Laws-

LEHIGH VALLEY RUGBY FOOTBALL CLUB

BYLAWS

May 12, 2009

The Club has been founded to promote and encourage Rugby Union Football and to comply with and enforce the Laws of Rugby as framed by the International Rugby Football Board. The Club will carry out further direction and instruction as given by the governing Local Area Rugby Union, Referee's Association, the governing territorial rugby union, and the national governing body of the sport of rugby, being the United States of America Rugby Football Union ("USA Rugby"). Always in the spirit of the Olympic and Amateur Sports Act, the Club will further associate and nurture athletic endeavors other than the sport of Rugby Football. The Club may lend its facilities and manpower to other organizations established for charitable and non-profitable purposes. In all matters, the Club will retain jurisdiction over its members pertaining to the administration and execution of Club activities. All rights and privileges denoted in these by-laws shall pertain solely to the

ARTICLE I

DESIGNATIONS:

SECTION 1.01 Name: The Club shall be known as the **LEHIGH VALLEY RUGBY FOOTBALL CLUB**. and is hereafter referred to as "the Club".

SECTION 1.02 Colors: The Club's primary colors shall be blue and white. The players' uniforms shall consist of a blue jersey, black shorts, and black socks, though other kit is hereby authorized as the club officers see fit from time to time.

SECTION 1.03 Union Membership: The Club shall be a full member of the Mid-Atlantic Rugby Football Union and its successor Unions, and shall be governed by the Union Constitution and By-Laws any Local Area Union or Territorial Union of USA Rugby governing the geographical area of Bethlehem, Pennsylvania and shall be a full member of USA Rugby. The Club shall operate in accordance with all Local Area Union, Territorial Union and USA Rugby By-Laws.

ARTICLE II

MEMBERS:

SECTION 2.01 Qualifications: The primary requirement for membership shall be an interest in the furtherance of Rugby Union Football. The membership of the Club shall consist of Full Members, Social Members and Honorary Members. Members shall be proposed and seconded at any time either orally or in writing to a member of the Committee. No vote on membership shall be required unless a special meeting is requested in writing under these By-Laws.

SECTION 2.01 Full Member: Full Members shall have all the rights and obligations stated and implied in these By-Laws.

SECTION 2.03 Social Member: Social Members shall be non-playing and non-voting members but shall have other rights and obligations stated and implied in these By-Laws.

SECTION 2.04 Honorary Member: Honorary Members shall be social members who shall not be obligated to pay dues.

SECTION 2.05 Other Memberships: Membership designations other than those already established under these By-Laws may be created for specific purposes. These By-Laws do not rescind privileges or memberships heretofore extended.

SECTION 2.06 Obligations: Unless otherwise stated, the word "Member," singular or plural refers to a Full Member. Members shall not be full members of another Club member of USA Rugby; Members shall not be playing Members of another Club in any Governing Union unless they have complied with Section 2.07. Social Members and Honorary Members may be full or playing Members of another club in any Governing Union.

SECTION 2.07 Playing Obligation Release: Full Members, current or delinquent, shall not play for another Club in any Governing Union except when released by this section. Preceding any such playing activity, the Member must apply to the Committee for a participation release. Such a release shall not be necessary for a player to play on a select side of any Governing Union or sub-union.

If at least a quorum of the Committee is not available at the time the request is made, the team captain for the team of the member requesting a release may grant such release. If the release is given, the Member may play for another Club in any Governing Union subject to the terms of the release.

SECTION 2.08 Dues: Dues shall be assessed twice a year, before the first game of the Fall and Spring season. Seasonal dues shall be at the discretion of the Committee.

SECTION 2.09 Delinquency: Unless otherwise stated, the word "current" implies that a Member, full, social or otherwise, shall have paid any applicable dues. If the dues of any Member be unpaid by the due date, the Secretary shall give him notice of delinquency. If a member's dues remain unpaid ten (10) days following such notice, his membership shall terminate on the tenth day. Such delinquency and termination shall be communicated to the Team Captains. A delinquent Member may not take part in any Club activity unless he is reinstated by payment of his delinquent dues.

SECTION 2.10 Members Liability: Any new Member shall be liable for dues. A new Member joining the Club during the season shall not be assessed dues for the first season, Fall or Spring, that they participate in. A Social member shall be liable for any assessments covering any activity in which they participated.

SECTION 2.11 Withdrawal: A Member may withdraw from the Club at any time by notifying the President or Club Officer in writing. Withdrawal shall take effect upon the delivery of such notice, except that such Member shall continue to be liable for any accrued financial obligations to the Club.

ARTICLE III

MEETING OF MEMBERS:

SECTION 3.01 Annual General Meeting: The annual meeting shall be held within 20 miles of the confluence of the Monocacy and Lehigh Rivers on a day as designated by the Committee. The election of officers and the transaction of such other business as may properly come before the representatives shall be the purpose of this meeting.

SECTION 3.02 Special Meetings: any Member of the Committee may call a Special Meeting at any time. Upon written notice of at least one-third (1/3) of the current members made to Committee (as defined in these By-Laws) a special meeting must be held. Each such notice shall state the purpose or purposes of such meeting.

SECTION 3.03 Notice: Notice of the place, date, hour and agenda of the meeting, annual or special, shall be given personally or by Email, or mail to each Member entitled to vote, not less than ten (10) days or more than twenty (20) days prior to the meeting. Each meeting shall be held in accordance with such notice and, if necessary, its agenda may expand by a two-thirds (2/3) vote of the current membership.

SECTION 3.04 Certification: Only Current Members are entitled to vote. The Secretary shall certify each present member and each proxy to the Chairman of the meeting. Uncertified votes shall not be counted.

SECTION 3.05 Voting: Except as otherwise stated in these By-Laws, all matters acted upon at any meeting of the members shall be decided by a majority of the certified votes.

SECTION 3.06 Quorum: A quorum shall be one-third (1/3) of the Current Members.

SECTION 3.07 Proxy: A Current Member may assign his vote by written proxy to any Current Member, Honorary Member or Social Member in writing with a copy of said proxy to the Secretary. Such proxy must be certified under Section 3.04 of these By-Laws. Proxies shall be counted to constitute a quorum or necessary votes under any Section of these By-Laws unless otherwise stated.

ARTICLE IV

OFFICERS:

SECTION 4.01 Offices: The offices of President, Vice President, Match Secretary, Treasurer, Men's Representative, Women's Representative and Youth Representative shall be held by persons elected by members of the Club. At the time of his or her election and during term of office, an officer must be a Current Member of the Club. A person may not hold three or more offices during the same term.

SECTION 4.02 Term of Office: All officers shall be elected at the Annual General Meeting for a term of one year or until their successor officers are chosen or appointed as provided by these By-Laws.

SECTION 4.03 Removal: An officer may be removed from office at a special meeting. The necessary vote for removal shall be a two-thirds (2/3) vote of the certified membership.

SECTION 4.04 Vacancies: If any vacancy shall occur in office for any reason, the Members may elect a successor office to fill such vacancy for the remainder of the term. Pending such election, the President or Committee may appoint a temporary officer.

SECTION 4.05 Power and Duties: The officers of the Club shall have the powers and duties in the management of property and affairs of the Club, subject to the control of the Members, as follows:

A. President: It will be the duty of the President to preside over meetings of Members and the Whole Committee, to insure the Club Officers, agents and committees perform their duties, to encourage membership in the Club, and to insure that Club functions are carried within the jurisdiction of the Club. The President has the responsibility to disseminate information bearing upon the Club and Team activities to any Governing Union, the Referees Society and Members. The President shall be an ex-officio member of all committees created under these By Laws.

B. Vice President: It will be the duty of the Vice President / Match Secretary to succeed the President in the event of his death, resignation, or removal from office for cause. He shall serve in that capacity until a new President is elected and shall immediately call a Special Meeting for that purpose. He shall assist the President in the exercise of his duties and fulfillment of his responsibilities. He shall be responsible for match and referee scheduling, and submit schedule for approval prior to final confirmation of the matches.

C. Secretary: The Secretary shall manage the membership of the club, record and publish the minutes of the Club's meetings, assist the Treasurer with the collection of dues and ensure compliance with any governing body regulations including CIPP.

D. Treasurer: The Treasurer shall hold all financial records of the Club, ensure a fiscally responsible budget, collect dues, paid due and owing debts, receive due and owing payments and any other duties associated with the fiscal health and management of the Club.

SECTION 4.06 Elections: All elections shall be conducted by hand vote; however, secret ballot or other method of voting may be employed on proper motion and vote.

ARTICLE V

COMMITTEES:

SECTION 5.01 Committees: The President may call a meeting of any Committee at any time to discuss any matters of concern to the Club. A majority of the officers then in office shall constitute a quorum. Such officers must be present in person and no proxy attendance shall be considered nor shall proxy voting be allowed. All decisions of the Committee shall vest upon the approval of the majority of the officers present at such meeting.

A. Qualifications: A Committeeperson shall be of full age and a active member of the Club.

B. Composition: The following shall be the Committees and their responsibilities:

1. Social Committee: Organizing social events post game and post season events.

2. Men's Committee: Representing the general membership of the Men's team.

3. Women's Committee: Representing the general membership of the Women's team.

4. Alumni Committee: Representing the Alumni in the retaining Club traditions and culture; organizing social activities between Alumni and current members.

5. Sponsorship Committee: Securing advertising and sponsorship of club activities.

C. Operations: The day to day operation of the Club athletic endeavors shall be managed by the Committee. Such operations shall include any activities immediately necessary to preparation of teams, scheduling and playing of matches and entertainment in conjunction therewith.

D. Quorum: A majority of the Members of the Committee in office, present in person, shall constitute a quorum for the transaction of business at meetings of the Committee. No proxy attendance shall be considered nor shall proxy voting be allowed. All decisions of the Committee shall be taken upon the approval of the majority of the committeemen present at such meeting.

ARTICLE VI

MISCELLANEOUS PROVISIONS:

SECTION 6.01 Teams: The Club shall field as many teams as made practical by the number of playing Members.

SECTION 6.02 Captains: Each Club Team shall have a captain selected for each season. The Captains for each team fielded by the Club shall be selected by the Head Coach. In the case that a Captain shall not be playing during a match in which his team is participating, the Head Coach shall designate a Team Captain for that match. The Team Captains shall take the role at every practice.

SECTION 6.03 Selection: Player selection shall be done by the Head Coach and Team captains other coaches and one other person as designated by the Head Coach and Captain.

SECTION 6.04 Disciplinary Action: The Club may discipline, for cause, any Member of any category, by proper action of the Committee, provided a disciplined Member be allowed a hearing before the Committee within seven days of the Member's notification, in writing of the charges and proposed disciplinary action.

At such hearing, the Committee shall hear the Member's argument and may affirm or alter its original decision. If the Committee affirms its original decision, the disciplined Member may appeal to the Club by requesting the Committee to call a Special Meeting and upon such request a meeting must be held within thirty days of the hearing. The request must be made within ten days of the hearing or it shall be deemed waived.

At the Special Meeting, the disciplined Member and the Committee, through its spokesman, shall be heard by the Members. The voting Members of the Club may alter the decision of the Committee by a two-thirds vote of those present, except that where the decision was for permanent expulsion or permanent suspension from playing, the vote required to alter such decision must be a three-fourths vote of those present.

SECTION 6.06 Compensation: The Treasurer may reimburse an Officer or Member for necessary expenditures in furtherance of the Club or team business when such expenditure, evidence by a written receipt, is presented to the Treasurer. The Officer or Member must submit all reimbursement requests in excess of \$50.00 to the appropriate Committee for payment approval. The receipts of the Club shall not inure to the benefit of any person or individual. The Club, by approval of the Committee, may enter into contracts with coaches or administrative personnel.

SECTION 6.07 Fiscal Year: The fiscal year of the Club shall begin on the first day of January each year and shall end on the thirty-first day of the subsequent December.

SECTION 6.08 Bank Accounts: Accounts in any financial or savings institution may be established by the Committee whenever necessary. The Treasurer shall sign all checks or demands for money or notes of the Club.

SECTION 6.09 Contracts: Except by proper action of the Committee, no member shall have the power or authority to bind the Club by any contract or engagement or to pledge its credit.

SECTION 6.10 Procedure: All questions or parliamentary procedure not covered by these By-Laws shall be decided according to the latest edition of Roberts Rules of Order, Revised.

ARTICLE VII

AMENDMENTS

SECTION 7.01 Repeal and Amendment: These bylaws or any portion thereof may be amended or repealed by the following procedure:

A. A Current Member may propose repeal or amendment of any By-Laws from the floor at any duly called meeting after notice of said amendment is delivered to each member at least 10 days prior to said meeting, or by presentation to the Committee prior to any duly called meeting.

B. After the requisite Notice if the amendment is approved by three-fourths vote of those Current Members present, it shall thereupon become effective and shall be incorporated in the next printing of the By-Laws.

C. Written proxies shall not be accepted in such voting. If after Notice, a repeal or amendment is not voted upon prior to the Annual General Meeting next following, it must be voted upon at the Annual General Meeting or it shall fail as though voted down and cannot be considered until again proposed under this section.

ARTICLE VIII: Federal Non-Profit Status

A. In anticipation of achieving Federal Non-Profit Status, and for the betterment and responsible governance of the Club, the Club shall abide by the Sections B and C.

B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these article, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which re deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, of a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposed or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: Youth Team

A. Management: The Youth team shall make such day to day operational decisions in any reasonable and responsible manner they see fit, so long as they are not in contravention of the By-Laws.

- B. Finances: The Youth team shall manage their own finances, including bank accounts and payment of debts. The Youth team shall not create debts or obligations on behalf of the Club without prior approval from the corresponding Officer Representative and a majority vote from the Board.

- C. Conflict of Laws: If a conflict shall arise between the actions of the Youth team and the Club, the by-laws herein shall control and any conflict shall be subject to Board vote in accordance with the procedures herein.

- D. Compliance with By-laws: The Youth team, although given the rights of management and independent finances, shall remain subject to the By-laws set forth herein.